

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
DENBURY RESOURCES INC., <i>et al.</i> , ¹)	Case No. 20-33801 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING
THE RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR
THE DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JULY 30, 2020**

THIS APPLICATION SEEKS AN ORDER THAT MAY ADVERSELY AFFECT YOU. IF YOU OPPOSE THE APPLICATION, YOU SHOULD IMMEDIATELY CONTACT THE MOVING PARTY TO RESOLVE THE DISPUTE. IF YOU AND THE MOVING PARTY CANNOT AGREE, YOU MUST FILE A RESPONSE AND SEND A COPY TO THE MOVING PARTY. YOU MUST FILE AND SERVE YOUR RESPONSE WITHIN 21 DAYS OF THE DATE THIS WAS SERVED ON YOU. YOUR RESPONSE MUST STATE WHY THE APPLICATION SHOULD NOT BE GRANTED. IF YOU DO NOT FILE A TIMELY RESPONSE, THE RELIEF MAY BE GRANTED WITHOUT FURTHER NOTICE TO YOU. IF YOU OPPOSE THE APPLICATION AND HAVE NOT REACHED AN AGREEMENT, YOU MUST ATTEND THE HEARING. UNLESS THE PARTIES AGREE OTHERWISE, THE COURT MAY CONSIDER EVIDENCE AT THE HEARING AND MAY DECIDE THE MOTION AT THE HEARING.

REPRESENTED PARTIES SHOULD ACT THROUGH THEIR ATTORNEY.

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) file this application (this “Application”) for the entry of an order (the “Order”), substantially in the form attached hereto, authorizing the Debtors to retain and employ Kirkland & Ellis LLP and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Denbury Resources Inc. (7835); Denbury Air, LLC (7621); Denbury Brookhaven Pipeline Partnership, LP (6322); Denbury Brookhaven Pipeline, LLC (6471); Denbury Gathering & Marketing, Inc. (6150); Denbury Green Pipeline-Montana, LLC (6443); Denbury Green Pipeline-North Dakota, LLC (7725); Denbury Green Pipeline-Riley Ridge, LLC (2859); Denbury Green Pipeline-Texas, LLC (2301); Denbury Gulf Coast Pipelines, LLC (0892); Denbury Holdings, Inc. (1216); Denbury Onshore, LLC (7798); Denbury Operating Company (7620); Denbury Pipeline Holdings, LLC (0190); Denbury Thompson Pipeline, LLC (0976); Encore Partners GP Holdings, LLC (N/A); Greencore Pipeline Company, LLC (9605); Plain Energy Holdings, LLC (0543). The location of Debtor Denbury Resources Inc.’s principal place of business and the Debtors’ service address in these chapter 11 cases is 5320 Legacy Drive, Plano, Texas 75024.

Kirkland & Ellis International LLP (together, “Kirkland”) as their attorneys effective as of the Petition Date (as defined herein). In support of this Application, the Debtors submit the declaration of Joshua A. Sussberg, the president of Joshua A. Sussberg, P.C., a partner of Kirkland & Ellis LLP, and a partner of Kirkland & Ellis International LLP (the “Sussberg Declaration”), which is attached hereto as **Exhibit A**, and the declaration of James S. Matthews, Executive Vice President, Chief Administrative Officer, General Counsel and Secretary of Denbury Resources Inc., which is attached hereto as **Exhibit B**. In further support of this Application, the Debtors respectfully state as follows.

Jurisdiction and Venue

1. The United States Bankruptcy Court for the Southern District of Texas (the “Court”) has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b). The Debtors confirm their consent, pursuant to rule 7008 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), to the entry of a final order by the Court.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a) and 330 of title 11 of the United States Code (the “Bankruptcy Code”), Bankruptcy Rules 2014(a) and 2016, and rules 2014-1 and 2016-1 of the Bankruptcy Local Rules for the Southern District of Texas (the “Bankruptcy Local Rules”).

Background

4. On July 30, 2020 (the “Petition Date”), each Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. A detailed description of the facts and circumstances of these chapter 11 cases is set forth in the *Declaration of Christian S. Kendall*,

Chief Executive Officer of Denbury Resources Inc., in Support of Chapter 11 Petitions and First Day Motions [Docket No. 3], incorporated by reference herein.

5. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 31, 2020, the Court entered an order [Docket No. 15] authorizing the joint administration and procedural consolidation of these chapter 11 cases pursuant to Bankruptcy Rule 1015(b). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no official committees have been appointed or designated.

Relief Requested

6. By this Application, the Debtors seek entry of the Order authorizing the retention and employment of Kirkland as their attorneys in accordance with the terms and conditions set forth in that certain engagement letter between the Debtors and Kirkland dated as of March 24, 2020 (the “Engagement Letter”), a copy of which is attached as Exhibit 1 to the Order and incorporated herein by reference.

Kirkland’s Qualifications

7. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

8. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Covia Holdings Corp.*, No. 20-33295 (DRJ) (Bankr. S.D. Tex. Aug. 3, 2020); *In re Stage Stores, Inc.*, No. 20-32564 (DRJ) (Bankr. S.D. Tex. July 10, 2020); *In re J.C. Penney Co., Inc.*, No. 20-20182 (DRJ) (Bankr. S.D. Tex. July 2, 2020); *In re Ultra Petroleum Corp.*, No. 20-32631 (MI) (Bankr. S.D. Tex. June 29, 2020); *In re Neiman Marcus Grp. LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex. June 25, 2020); *In re Hornbeck*

Offshore Servs., Inc., No. 20-32679 (DRJ) (Bankr. S.D. Tex. June 18, 2020); *In re Whiting Petroleum Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re Sheridan Holding Co. I, LLC*, No. 20-31884 (DRJ) (Bankr. S.D. Tex. Apr. 26, 2020); *In re McDermott Int'l, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Mar. 17, 2020); *In re Sheridan Holding Co. II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 21, 2019); *In re Vanguard Nat. Res., Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. May 14, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr. S.D. Tex. May 6, 2019); *In re Parker Drilling Co.*, No. 18-36958 (MI) (Bankr. S.D. Tex. Jan. 15, 2019).²

9. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. The Debtors believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

Services to be Provided

10. Subject to further order of the Court, and consistent with the Engagement Letter, the Debtors request the retention and employment of Kirkland to render the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;

² Because of the voluminous nature of the orders cited in this Application, they are not attached to this Application. Copies of these orders are available upon request to Kirkland.

- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;
- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

Professional Compensation

11. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other restructuring matters, as well as similar complex corporate, securities, and

litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

12. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

13. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:³

Billing Category⁴	U.S. Range
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

14. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.⁵

³ For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

⁴ Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

⁵ For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*

15. Kirkland represented the Debtors during the four-month period before the Petition Date, using the hourly rates listed above and in the Sussberg Declaration. Moreover, these hourly rates are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

16. The rate structure provided by Kirkland is appropriate and not significantly different from (a) the rates that Kirkland charges for other similar types of representations or (b) the rates that other comparable counsel would charge to do work substantially similar to the work Kirkland will perform in these chapter 11 cases.

17. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

18. To ensure compliance with all applicable deadlines in these chapter 11 cases, from time to time Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business-days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file any such notice with the Court.

19. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

Compensation Received by Kirkland from the Debtors

20. Per the terms of the Engagement Letter, on April 2, 2020, the Debtors paid \$750,000 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainers totaling \$6,750,000 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt; any advance payment retainer becomes the property of Kirkland upon receipt; the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt; any advance payment retainer will be placed in Kirkland’s general account and will not be held in a client trust account; and the Debtors will not earn any interest on any advance payment retainer.⁶

21. Pursuant to Bankruptcy Rule 2016(b), Kirkland has neither shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than

⁶ The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

22. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred but not yet applied to Kirkland's advance payment retainer, the amount of Kirkland's advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

Kirkland's Disinterestedness

23. To the best of the Debtors' knowledge and as disclosed herein and in the Sussberg Declaration, (a) Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Sussberg Declaration.

24. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

Supporting Authority

25. The Debtors seek retention of Kirkland as their attorneys pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

[M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

11 U.S.C. § 327(a).

26. Bankruptcy Rule 2014(a) requires that an application for retention include:

[S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement for compensation, and, to the best of the applicant's knowledge, all of the [firm's] connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014.

27. The Debtors submit that for all the reasons stated above and in the Sussberg Declaration, the retention and employment of Kirkland as counsel to the Debtors is warranted. Further, as stated in the Sussberg Declaration, Kirkland is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors' estates and has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Sussberg Declaration.

Notice

28. The Debtors have provided notice of this Application to the following parties: (a) the U.S. Trustee for the Southern District of Texas; (b) the holders of the 30 largest unsecured claims against the Debtors (on a consolidated basis); (c) JPMorgan Chase Bank, N.A., as administrative agent under the Debtors' revolving credit facility and debtor in possession financing facility; (d) Vinson & Elkins LLP, as counsel to the administrative agent under the Debtors'

revolving credit facility and debtor in possession financing facility; (e) Wilmington Trust, N.A., as indenture trustee under the Debtors' (i) 9.00% second lien secured notes due 2021, (ii) 9.250% second lien secured notes due 2022, (iii) 7.50% second lien secured notes due 2024, and (iv) 7.750% second lien secured notes due 2024; (f) Wilmington Savings Fund Society, FSB, as successor trustee under the Debtors' 6.375% convertible notes due 2024; (g) Delaware Trust Company, as successor indenture trustee under the Debtors' (i) 6.375% subordinated notes due 2021, (ii) 4.625% subordinated notes due 2023, and (iii) 5.50% subordinated notes due 2022; (h) Paul, Weiss, Rifkind, Wharton & Garrison LLP, as counsel to the ad hoc committee of second lien bondholders; (i) Akin Gump Strauss Hauer & Feld LLP, as counsel to the ad hoc group of convertible bondholders; (j) the United States Attorney's Office for the Southern District of Texas; (k) the Internal Revenue Service; (l) the United States Securities and Exchange Commission; (m) the Environmental Protection Agency and similar state environmental agencies for states in which the Debtors conduct business; (n) the state attorneys general for states in which the Debtors conduct business; and (o) any party that has requested notice pursuant to Bankruptcy Rule 2002. A copy of this Application is also available on the website of the Debtors' notice and claims agent at <https://dm.epiq11.com/denbury>. In light of the nature of the relief requested, the Debtors submit that no other or further notice is required.

No Prior Request

29. No prior request for the relief sought in this Application has been made to this or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter the Order, substantially in the form attached hereto, granting the relief requested herein and granting such other relief as is just and proper.

Dated: August 28, 2020
Houston, Texas

/s/ James S. Matthews

James S. Matthews
Denbury Resources Inc.
Executive Vice President, Chief
Administrative Officer, General Counsel
and Secretary

Certificate of Service

I certify that on August 28, 2020, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Matthew D. Cavanaugh

Matthew D. Cavanaugh

EXHIBIT A

Sussberg Declaration

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
DENBURY RESOURCES INC., <i>et al.</i> , ¹)	Case No. 20-33801 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	
)	

**DECLARATION OF JOSHUA A. SUSSBERG
IN SUPPORT OF THE DEBTORS' APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING THE
RETENTION AND EMPLOYMENT OF KIRKLAND & ELLIS LLP
AND KIRKLAND & ELLIS INTERNATIONAL LLP AS ATTORNEYS FOR THE
DEBTORS AND DEBTORS IN POSSESSION EFFECTIVE AS OF JULY 30, 2020**

I, Joshua A. Sussberg, being duly sworn, state the following under penalty of perjury:

1. I am the president of Joshua A. Sussberg, P.C., a partner of the law firm of Kirkland & Ellis LLP, located at 601 Lexington Avenue, New York, New York 10022, and a partner of Kirkland & Ellis International, LLP (together with Kirkland & Ellis LLP, "Kirkland"). I am one of the lead attorneys from Kirkland working on the above-captioned chapter 11 cases. I am a member in good standing of the Bar of the State of New York, and I have been admitted to practice in the Southern District of New York. There are no disciplinary proceedings pending against me.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Denbury Resources Inc. (7835); Denbury Air, LLC (7621); Denbury Brookhaven Pipeline Partnership, LP (6322); Denbury Brookhaven Pipeline, LLC (6471); Denbury Gathering & Marketing, Inc. (6150); Denbury Green Pipeline-Montana, LLC (6443); Denbury Green Pipeline-North Dakota, LLC (7725); Denbury Green Pipeline-Riley Ridge, LLC (2859); Denbury Green Pipeline-Texas, LLC (2301); Denbury Gulf Coast Pipelines, LLC (0892); Denbury Holdings, Inc. (1216); Denbury Onshore, LLC (7798); Denbury Operating Company (7620); Denbury Pipeline Holdings, LLC (0190); Denbury Thompson Pipeline, LLC (0976); Encore Partners GP Holdings, LLC (N/A); Greencore Pipeline Company, LLC (9605); Plain Energy Holdings, LLC (0543). The location of Debtor Denbury Resources Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 5320 Legacy Drive, Plano, Texas 75024.

2. I submit this declaration (the “Declaration”) in support of the Debtors’ *Application for Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of July 30, 2020* (the “Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

Kirkland’s Qualifications

4. The Debtors seek to retain Kirkland because of Kirkland’s recognized expertise and extensive experience and knowledge in the field of debtors’ protections, creditors’ rights, and business reorganizations under chapter 11 of the Bankruptcy Code.

5. Kirkland has been actively involved in major chapter 11 cases and has represented debtors in many cases, including, among others: *In re Covia Holdings Corp.*, No. 20-33295 (DRJ) (Bankr. S.D. Tex. Aug. 3, 2020); *In re Stage Stores, Inc.*, No. 20-32564 (DRJ) (Bankr. S.D. Tex. July 10, 2020); *In re J.C. Penney Co., Inc.*, No. 20-20182 (DRJ) (Bankr. S.D. Tex. July 2, 2020); *In re Ultra Petroleum Corp.*, No. 20-32631 (MI) (Bankr. S.D. Tex. June 29, 2020); *In re Neiman Marcus Grp. LTD LLC*, No. 20-32519 (DRJ) (Bankr. S.D. Tex. June 25, 2020); *In re Hornbeck Offshore Servs., Inc.*, No. 20-32679 (DRJ) (Bankr. S.D. Tex. June 18, 2020); *In re Whiting Petroleum Corp.*, No. 20-32021 (DRJ) (Bankr. S.D. Tex. May 6, 2020); *In re Sheridan Holding Co. I, LLC*, No. 20-31884 (DRJ) (Bankr. S.D. Tex. Apr. 26, 2020); *In re McDermott Int’l, Inc.*, No. 20-30336 (DRJ) (Bankr. S.D. Tex. Mar. 17, 2020); *In re Sheridan Holding Co. II, LLC*, No. 19-35198 (MI) (Bankr. S.D. Tex. Oct. 21, 2019); *In re Vanguard Nat. Res., Inc.*, No. 19-31786 (DRJ) (Bankr. S.D. Tex. May 14, 2019); *In re Jones Energy, Inc.*, No. 19-32112 (DRJ) (Bankr.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

S.D. Tex. May 6, 2019); *In re Parker Drilling Co.*, No. 18-36958 (MI) (Bankr. S.D. Tex. Jan. 15, 2019).³

6. In preparing for its representation of the Debtors in these chapter 11 cases, Kirkland has become familiar with the Debtors' businesses and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well-qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

Services to Be Provided

7. Subject to further order of the Court and that certain engagement letter dated March 24, 2020 (the "Engagement Letter"), a copy of which is attached as Exhibit 1 to the Order, the Debtors retained Kirkland to render, without limitation, the following legal services:

- a. advising the Debtors with respect to their powers and duties as debtor in possession in the continued management and operation of its businesses and properties;
- b. advising and consulting on the conduct of these chapter 11 cases, including all of the legal and administrative requirements of operating in chapter 11;
- c. attending meetings and negotiating with representatives of creditors and other parties in interest;
- d. taking all necessary actions to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors, and representing the Debtors in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the Debtors' estates;
- e. preparing pleadings in connection with these chapter 11 cases, including motions, applications, answers, orders, reports, and papers necessary or otherwise beneficial to the administration of the Debtors' estates;
- f. representing the Debtors in connection with obtaining authority to continue using cash collateral and postpetition financing;

³ Because of the voluminous nature of the orders cited in this Declaration, they are not attached to this Declaration. Copies of these orders are available upon request to Kirkland.

- g. advising the Debtors in connection with any potential sale of assets;
- h. appearing before the Court and any appellate courts to represent the interests of the Debtors' estates;
- i. advising the Debtors regarding tax matters;
- j. taking any necessary action on behalf of the Debtors to negotiate, prepare, and obtain approval of a disclosure statement and confirmation of a chapter 11 plan and all documents related thereto; and
- k. performing all other necessary legal services for the Debtors in connection with the prosecution of these chapter 11 cases, including: (i) analyzing the Debtors' leases and contracts and the assumption and assignment or rejection thereof; (ii) analyzing the validity of liens against the Debtors; and (iii) advising the Debtors on corporate and litigation matters.

Professional Compensation

8. Kirkland intends to apply for compensation for professional services rendered on an hourly basis and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. The hourly rates and corresponding rate structure Kirkland will use in these chapter 11 cases are the same as the hourly rates and corresponding rate structure that Kirkland uses in other debtor representations, and are comparable to the hourly rates and corresponding rate structure that Kirkland uses for complex corporate, securities, and litigation matters whether in court or otherwise, regardless of whether a fee application is required. These rates and the rate structure reflect that such restructuring and other complex matters typically are national in scope and involve great complexity, high stakes, and severe time pressures.

9. Kirkland operates in a national marketplace for legal services in which rates are driven by multiple factors relating to the individual lawyer, his or her area of specialization, the firm's expertise, performance, and reputation, the nature of the work involved, and other factors.

10. Kirkland's current hourly rates for matters related to these chapter 11 cases range as follows:⁴

Billing Category⁵	U.S. Range
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

11. Kirkland's hourly rates are set at a level designed to compensate Kirkland fairly for the work of its attorneys and paralegals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions.⁶

12. It is Kirkland's policy to charge its clients in all areas of practice for identifiable, non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is also Kirkland's policy to charge its clients only the amount actually incurred by Kirkland in connection with such items. Examples

⁴ For professionals and paraprofessionals residing outside of the U.S., hourly rates are billed in the applicable currency. When billing a U.S. entity, such foreign rates are converted into U.S. dollars at the then applicable conversion rate. After converting these foreign rates into U.S. dollars, it is possible that certain rates may exceed the billing rates listed in the chart herein. While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

⁵ Although Kirkland does not anticipate using contract attorneys during these chapter 11 cases, in the unlikely event that it becomes necessary to use contract attorneys, Kirkland will not charge a markup to the Debtors with respect to fees billed by such attorneys. Moreover, any contract attorneys or non-attorneys who are employed by the Debtors in connection with work performed by Kirkland will be subject to conflict checks and disclosures in accordance with the requirements of the Bankruptcy Code.

⁶ For example, like many of its peer law firms, Kirkland typically increases the hourly billing rate of attorneys and paraprofessionals twice a year in the form of: (i) step increases historically awarded in the ordinary course on the basis of advancing seniority and promotion and (ii) periodic increases within each attorney's and paraprofessional's current level of seniority. The step increases do not constitute "rate increases" (as the term is used in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013). As set forth in the Order, Kirkland will provide ten business days' notice to the Debtors, the U.S. Trustee, and any official committee before implementing any periodic increases, and shall file such notice with the Court.

of such expenses include postage, overnight mail, courier delivery, transportation, overtime expenses, computer-assisted legal research, photocopying, airfare, meals, and lodging.

13. To ensure compliance with all applicable deadlines in these chapter 11 cases, Kirkland utilizes the services of overtime secretaries. Kirkland charges fees for these services pursuant to the Engagement Letter between Kirkland and the Debtors, which permits Kirkland to bill the Debtors for overtime secretarial charges that arise out of business necessity. In addition, Kirkland professionals also may charge their overtime meals and overtime transportation to the Debtors consistent with prepetition practices.

14. Kirkland currently charges the Debtors \$0.16 per page for standard duplication in its offices in the United States. Kirkland does not charge its clients for incoming facsimile transmissions. Kirkland has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

Compensation Received by Kirkland from the Debtors

15. Per the terms of the Engagement Letter, on April 2, 2020, the Debtors paid \$750,000 to Kirkland, which, as stated in the Engagement Letter, constituted an “advance payment retainer” as defined in Rule 1.15(c) of the Illinois Rules of Professional Conduct and *Dowling v. Chicago Options Assoc., Inc.*, 875 N.E.2d 1012, 1018 (Ill. 2007). Subsequently, the Debtors paid to Kirkland additional advance payment retainers totaling \$6,750,000 in the aggregate. As stated in the Engagement Letter, any advance payment retainer is earned by Kirkland upon receipt; any advance payment retainer becomes the property of Kirkland upon receipt; the Debtors no longer have a property interest in any advance payment retainer upon Kirkland’s receipt; any advance

payment retainer will be placed in Kirkland's general account and will not be held in a client trust account; and the Debtors will not earn any interest on any advance payment retainer.⁷

16. As of the Petition Date, the Debtors did not owe Kirkland any amounts for legal services rendered before the Petition Date. Although certain expenses and fees may have been incurred, but not yet applied to Kirkland's advance payment retainer, Kirkland's total advance payment retainer always exceeded any amounts listed or to be listed on statements describing services rendered and expenses incurred (on a "rates times hours" and "dates of expenses incurred" basis) prior to the Petition Date.

17. Pursuant to Bankruptcy Rule 2016(b), Kirkland has not shared nor agreed to share (a) any compensation it has received or may receive with another party or person, other than with the partners, associates, and contract attorneys associated with Kirkland or (b) any compensation another person or party has received or may receive.

Statement Regarding U.S. Trustee Guidelines

18. Kirkland shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with sections 330 and 331 of the Bankruptcy Code and applicable provisions of the Bankruptcy Rules, Bankruptcy Local Rules, and any other applicable procedures and orders of the Court. Kirkland also intends to make a reasonable effort to comply with the U.S. Trustee's requests for information and additional disclosures as set forth in the *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* by

⁷ The Engagement Letter permits Kirkland to retain any prepetition advance payment retainer held by Kirkland as of the Petition Date rather than applying such prepetition advance payment retainer to pay postpetition fees and expenses. In light of the facts and circumstances of these chapter 11 cases, Kirkland will retain any prepetition advance payment retainer held by Kirkland as of the Petition Date and will not apply any such amounts to postpetition fees and expenses.

Attorneys in Larger Chapter 11 Cases Effective As of November 1, 2013 (the “Revised UST Guidelines”), both in connection with the Application and the interim and final fee applications to be filed by Kirkland in these chapter 11 cases.

Attorney Statement Pursuant to Revised UST Guidelines

19. The following is provided in response to the request for additional information set forth in Paragraph D.1. of the Revised UST Guidelines:

- a. **Question:** Did Kirkland agree to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement?

Answer: No. Kirkland and the Debtors have not agreed to any variations from, or alternatives to, Kirkland’s standard billing arrangements for this engagement. The rate structure provided by Kirkland is appropriate and is not significantly different from (a) the rates that Kirkland charges for other non-bankruptcy representations or (b) the rates of other comparably skilled professionals.

- b. **Question:** Do any of the Kirkland professionals in this engagement vary their rate based on the geographic location of the Debtors’ chapter 11 cases?

Answer: No. The hourly rates used by Kirkland in representing the Debtors are consistent with the rates that Kirkland charges other comparable chapter 11 clients, regardless of the location of the chapter 11 case.

- c. **Question:** If Kirkland has represented the Debtors in the 12 months prepetition, disclose Kirkland’s billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If Kirkland’s billing rates and material financial terms have changed postpetition, explain the difference and the reasons for the difference.

Answer: Kirkland's current hourly rates for services rendered on behalf of the Debtors range as follows:⁸

Billing Category	U.S. Range
Partners	\$1,075-\$1,845
Of Counsel	\$625-\$1,845
Associates	\$610-\$1,165
Paraprofessionals	\$245-\$460

- d. **Question:** Have the Debtors approved Kirkland's budget and staffing plan, and, if so, for what budget period?

Answer: Pursuant to the DIP Order,⁹ professionals proposed to be retained by the Debtors are required to provide bi-weekly estimates of fees and expenses incurred in these chapter 11 cases.

Kirkland's Disinterestedness

20. In connection with its proposed retention by the Debtors in these chapter 11 cases, Kirkland undertook to determine whether it had any conflicts or other relationships that might cause it not to be disinterested or to hold or represent an interest adverse to the Debtors. Specifically, Kirkland obtained from the Debtors and their representatives the names of individuals and entities that may be parties in interest in these chapter 11 cases (the "Potential Parties in Interest") and such parties are listed on **Schedule 1** hereto. Kirkland has searched on its electronic database for its connections to the entities listed on **Schedule 1** hereto. In addition, after Kirkland identified all client connections with the parties in interest over a specified time period, Kirkland circulated a survey email to all Kirkland attorneys who billed 10 or more hours to such clients during the prior six years. Further, beyond the individual emails, Kirkland sent a daily report of

⁸ While the rate ranges provided for in this Application may change if an individual leaves or joins Kirkland, and if any such individual's billing rate falls outside the ranges disclosed above, Kirkland does not intend to update the ranges for such circumstances.

⁹ "DIP Order" means the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing Secured by Senior Priming Liens and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* [Docket No. 71].

new matters firm wide. All Kirkland attorneys are responsible for reviewing the daily report of new matters and raising any potential concerns with respect to new representations. Kirkland did not receive any answers in the affirmative to these emails. Additionally, to the extent that I have been able to ascertain that Kirkland has been retained within the last three years to represent any of the Potential Parties in Interest (or their affiliates, as the case may be) in matters unrelated to these cases, such facts are disclosed on **Schedule 2** attached hereto.

21. Kirkland and certain of its partners and associates may have in the past represented, may currently represent, and likely in the future will represent, entities that may be parties in interest in these chapter 11 cases in connection with matters unrelated (except as otherwise disclosed herein) to the Debtors and these chapter 11 cases. Kirkland has searched on its electronic database for its connection to the entities listed on **Schedule 1** attached hereto. The information listed on **Schedule 1** may have changed without our knowledge and may change during the pendency of these chapter 11 cases. Accordingly, Kirkland will update this Declaration as necessary and when Kirkland becomes aware of additional material information. The following is a list of the categories that Kirkland has searched:¹⁰

<u>Schedule</u>	<u>Category</u>
1(a)	Debtors
1(b)	Directors/Officers
1(c)	Non-Debtor Affiliates—Joint Ventures and JV Partners
1(d)	Current and Recent 5% or More Equity Holders
1(e)	Bankruptcy Judges
1(f)	Bankruptcy Professionals
1(g)	Banks/Lenders/Hedge Counterparties/UCC Lien Parties/Administrative Agents
1(h)	Contract Counterparties
1(i)	Governmental/Regulatory Agencies

¹⁰ Kirkland's inclusion of parties in the following schedules is solely to illustrate Kirkland's conflict search process and is not an admission that any party has a valid claim against the Debtors or that any party properly belongs in the schedules or has a claim or legal relationship to the Debtors of the nature described in the schedules.

- 1(j) Insurance–PFA
- 1(k) Landlords
- 1(l) Litigation
- 1(m) Other Significant Creditors
- 1(n) Top 30 Creditors
- 1(o) U.S. Trustee Personnel
- 1(p) Utilities
- 1(q) Vendors

22. To the best of my knowledge, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in this Declaration.

23. Listed on **Schedule 2** to this Declaration are the results of Kirkland’s conflicts searches of the above-listed entities.¹¹ For the avoidance of doubt, Kirkland will not commence a cause of action in these chapter 11 cases against the entities listed on **Schedule 2** that are current clients of Kirkland (including entities listed below under the “Specific Disclosures” section of this Declaration) unless Kirkland has an applicable waiver on file or first receives a waiver from such entity allowing Kirkland to commence such an action. To the extent that a waiver does not

¹¹ As referenced in **Schedule 2**, the term “current client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 12 months preceding the Petition Date. As referenced in **Schedule 2**, the term “former client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted between 12 and 36 months preceding the Petition Date. As referenced in **Schedule 2**, the term “closed client” means an entity listed as a client in Kirkland’s conflicts search system to whom time was posted in the 36 months preceding the Petition Date, but for which the client representation has been closed. Whether an actual client relationship exists can only be determined by reference to the documents governing Kirkland’s representation rather than its potential listing in Kirkland’s conflicts search system. The list generated from Kirkland’s conflicts search system is over-inclusive. As a general matter, Kirkland discloses connections with “former clients” or “closed clients” for whom time was posted in the last 36 months, but does not disclose connections if time was billed more than 36 months before the Petition Date.

exist or is not obtained from such entity and it is necessary for the Debtors to commence an action against that entity, the Debtors will be represented in such particular matter by conflicts counsel.

24. Kirkland's conflicts search of the entities listed on **Schedules 1(a)–1(q)** (that Kirkland was able to locate using its reasonable efforts) reveals, to the best of my knowledge, that those Kirkland attorneys and paraprofessionals who previously worked at other law firms that represented such entities in these chapter 11 cases have not worked on matters relating to the Debtors' restructuring efforts while at Kirkland.

25. Based on the conflicts search conducted to date and described herein, to the best of my knowledge, neither I, Kirkland, nor any partner or associate thereof, insofar as I have been able to ascertain, have any connection with the Debtors, their creditors, or any other parties in interest, their respective attorneys and accountants, the United States Trustee for the Southern District of Texas (the "U.S. Trustee"), any person employed by the U.S. Trustee, or any Bankruptcy Judge currently serving on the United States Bankruptcy Court for the Southern District of Texas, except as disclosed or otherwise described herein.

26. Kirkland will review its files periodically during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Kirkland will use reasonable efforts to identify such further developments and will promptly file a supplemental declaration, as required by Bankruptcy Rule 2014(a).

27. Generally, it is Kirkland's policy to disclose entities in the capacity that they first appear in a conflicts search. For example, if an entity already has been disclosed in this Declaration in one capacity (*e.g.*, a customer), and the entity appears in a subsequent conflicts search in a different capacity (*e.g.*, a vendor), Kirkland does not disclose the same entity again in supplemental

declarations, unless the circumstances are such in the latter capacity that additional disclosure is required.

28. From time to time, Kirkland has referred work to other professionals to be retained in these chapter 11 cases. Likewise, certain such professionals have referred work to Kirkland.

29. Certain insurance companies pay the legal bills of Kirkland clients. Some of these insurance companies may be involved in these chapter 11 cases. None of these insurance companies, however, are Kirkland clients as a result of the fact that they pay legal fees on behalf of Kirkland clients.

Specific Disclosures

30. As specifically set forth below and in the attached exhibits, Kirkland represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in ongoing matters unrelated to the Debtors and these chapter 11 cases. None of the representations described herein are materially adverse to the interests of the Debtors' estates. Moreover, pursuant to section 327(c) of the Bankruptcy Code, Kirkland is not disqualified from acting as the Debtors' counsel merely because it represents certain of the Debtors' creditors, equity security holders, or other entities that may be parties in interest in matters unrelated to these chapter 11 cases.

A. Connections to Holders of Equity Interests in the Debtors.

31. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, BlackRock Inc. ("**BlackRock**") on a variety of matters. BlackRock owns approximately 9.7% of the equity interests in Denbury Resources Inc. Kirkland has not and will not represent BlackRock in matters related to the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. All current and prior Kirkland representations of BlackRock have been in matters unrelated to the Debtors or these chapter 11 cases. I do not believe that

Kirkland's current or prior representation of BlackRock precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

B. Connections to Officers and Directors.

32. As disclosed below and in Exhibit 2 attached hereto, Kirkland currently represents, and has formerly represented, certain affiliates, subsidiaries and entities associated with the Debtors' current and recent former officers and directors. I do not believe that Kirkland's current or prior representation of the affiliates, subsidiaries, and entities associated with certain officers and directors precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

33. Mr. Michael B. Decker, a current director of Denbury Resources Inc., has served, or may serve from time to time, in various management and/or director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland's current or prior representation of clients for which Mr. Decker served in management and/or director capacities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

34. Dr. Kevin O. Meyers, a current director of Denbury Resources Inc., is serving, has served, or may serve from time to time, in various management and/or director capacities of certain Kirkland clients or affiliates thereof. I do not believe that Kirkland's current or prior representation of clients for which Dr. Meyers serves in management and/or director capacities precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

C. Connections to Other Entities.

35. As disclosed on Schedule 2, certain potential parties in interest in these chapter 11 cases are current or former Kirkland restructuring clients, including BJ Services, LLC, Grizzly Energy, LLC, Linn Energy, LLC, Windstream Holdings, Inc., and certain of their subsidiaries and affiliates (collectively, the "Restructuring Clients"). Kirkland's current and prior representations

of the Restructuring Clients are unrelated to the Debtors' chapter 11 cases. Kirkland will not represent the Debtors in any matter related to the Restructuring Clients' restructuring matters. Similarly, Kirkland will not represent the Restructuring Clients against the Debtors in these chapter 11 cases. I do not believe that Kirkland's current or former representation of the Restructuring Clients precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

36. As disclosed on **Schedule 2**, Kirkland represented Development Capital Resources LLC ("Development Capital") in connection with its equity investment in the Greencore Pipeline, a CO₂ pipeline operated by the Debtors in Wyoming and Montana. This representation ended in November 2019, prior to execution of the Engagement Letter. Kirkland will not represent Development Capital in matters related to the Debtors or their chapter 11 cases during the pendency of these chapter 11 cases. I do not believe that this representation precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

37. As disclosed on **Schedule 2**, Kirkland currently represents, and in the past has represented, JPMorgan Chase Bank, N.A., Bank of America, N.A., Capital One, N.A., Credit Suisse AG, ING Capital LLC, Royal Bank of Canada, Truist Bank, SunTrust Banks Inc., Wells Fargo Bank, N.A., Wilmington Trust, N.A., and/or various of their subsidiaries and affiliates (collectively, the "Specified Parties"). The Specified Parties comprise one or more of the following: (a) a prepetition lender to the Debtors; (b) a lender under the Debtors' debtor-in-possession credit facility; (c) the administrative agent under the Debtors' prepetition revolving credit facility and debtor-in-possession credit facility; (d) an entity with whom the Debtors have a banking relationship; (e) a hedge counterparty; or (f) an indenture trustee under the Debtors' prepetition notes. Kirkland's current and prior representations of the Specified Parties are in

matters unrelated to the Debtors or these chapter 11 cases. I do not believe that Kirkland's current or former representation of the Specified Parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

38. As disclosed in **Schedule 2**, certain of the Debtors' vendors, utility providers, insurance providers, and contract counterparties are current, former, or closed clients of Kirkland in matters unrelated to the Debtors or these chapter 11 cases. Kirkland does not currently represent such entities in these chapter 11 cases or any matters related to the Debtors.

D. Other Chapter 11 Professionals.

39. As disclosed in **Schedule 2** attached hereto, Kirkland currently represents, and formerly has represented, certain affiliates, subsidiaries, and entities associated with various professionals that the Debtors seek to retain in connection with these chapter 11 cases. All prior and current Kirkland representations of these professionals have been in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented and will not represent any such professionals in connection with any matter in these chapter 11 cases. I do not believe that Kirkland's current or prior representation of these professionals precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

40. The Debtors' proposed financial advisor and investment banker is Evercore Group L.L.C. ("**Evercore**"). As disclosed in **Schedule 2** attached hereto, Kirkland has represented and currently represents Evercore Inc., an affiliate of Evercore, in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented and will not represent Evercore in connection with any matter in these chapter 11 cases. I do not believe that this representation precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

41. The Debtors' proposed restructuring advisor is Alvarez & Marsal North America, LLC for these chapter 11 cases. As disclosed in **Schedule 2** attached hereto, Kirkland represents

Alvarez & Marsal, Inc., Alvarez & Marsal Capital, LLC (“A&M Capital”), AMCP Security Holdings L.P. / Centerra Group, LLC, Alvarez & Marsal Tax and UK LLP, and affiliated entities in matters unrelated to the Debtors and these chapter 11 cases. In addition, subject to the parameters discussed in the Kirkland Attorney and Employee Investments section of this Declaration, Kirkland person(s) have invested in one or more funds affiliated with A&M Capital. I do not believe that Kirkland’s representation of these parties precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

42. The Debtors’ proposed provider of tax consulting services is KPMG LLP (“KPMG”). As disclosed in **Schedule 2** attached hereto, Kirkland has represented and currently represents KPMG and certain affiliated entities in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented and will not represent KPMG in connection with any matter in these chapter 11 cases. I do not believe that Kirkland’s current and prior representation of KPMG precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

43. The Debtors’ proposed provider of independent audit services is PricewaterhouseCoopers LLC (“PwC”) for these chapter 11 cases. As disclosed in **Schedule 2** attached hereto, Kirkland has represented and currently represents PwC and certain affiliates in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented and will not represent PwC in connection with any matter in these chapter 11 cases. I do not believe that Kirkland’s current and prior representation of PwC precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

44. On July 30, 2020, the Court approved Epiq Corporate Restructuring, LLC (“Epiq”) as the Debtors’ notice and claims agent.¹² As disclosed in **Schedule 2** attached hereto, Kirkland has represented and currently represents Epiq and/or its affiliates in matters unrelated to the Debtors and these chapter 11 cases. Kirkland has not represented and will not represent Epiq in connection with any matter in these chapter 11 cases. I do not believe that Kirkland’s current and prior representation of Epiq precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

45. The *ad hoc* committee of second lien bondholders has retained PJT Partners, Inc. (“PJT”) as their financial advisor and investment banker in these chapter 11 cases. As disclosed in **Schedule 2** attached hereto, Kirkland has represented and currently represents certain affiliates of PJT, including PJT Partners (UK) Limited and PJT Partners Holdings LP, in a variety of matters. Kirkland has not represented and will not represent PJT or any of its affiliates in these chapter 11 cases or any matters related to the Debtors. I do not believe that Kirkland’s representation of these parties precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

46. Additionally, the *ad hoc* committee of second lien bondholders has retained Paul, Weiss, Rifkind, Wharton & Garrison LLP (“Paul Weiss”) as its counsel in these chapter 11 cases. Certain former Kirkland attorneys and professionals currently are employed by Paul Weiss. Though previously employed by Kirkland, any work provided by these prior Kirkland employees was unrelated to the Debtors and these chapter 11 cases. I do not believe that these connections preclude Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

¹² See Order Appointing Epiq Corporate Restructuring, LLC as Claims, Noticing, Solicitation, and Administrative Agent [Docket No. 18].

47. The *ad hoc* committee of holders of the Debtors' convertible notes has retained Houlihan Lokey, Inc. ("Houlihan") as their financial advisor and investment banker. As disclosed in **Schedule 2** attached hereto, Kirkland has represented and currently represents Houlihan Lokey EMEA, LLP, an affiliate of Houlihan, in a variety of matters. Kirkland has not represented and will not represent any such professionals in connection with any matter in these chapter 11 cases. I do not believe that Kirkland's representation of these parties precludes it from meeting the disinterestedness standard under the Bankruptcy Code.

E. Kirkland Attorney and Employee Investments.

48. From time to time, Kirkland partners, of counsel, associates, and employees personally invest in mutual funds, retirement funds, private equity funds, venture capital funds, hedge funds, and other types of investment funds (the "Investment Funds"), through which such individuals indirectly acquire an interest in debt or equity securities of many companies, one of which may be one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases, often without Kirkland's knowledge. Each Kirkland person generally owns substantially less than one percent of such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. The Investment Fund is generally operated as a blind pool, meaning that when the Kirkland persons make an investment in the Investment Fund, he, she, or they do not know what securities the blind pool Investment Fund will purchase or sell, and have no control over such purchases or sales.

49. From time to time one or more Kirkland partners and of counsel voluntarily choose to form an entity (a "Passive-Intermediary Entity") to invest in one or more Investment Funds. Such Passive-Intermediary Entity is composed only of persons who were Kirkland partners and of counsel at the time of the Passive-Intermediary Entity's formation (although some may later

become former Kirkland partners and of counsel). Participation in such a Passive-Intermediary Entity is wholly voluntary and only a portion of Kirkland's partners and of counsel choose to participate. The Passive-Intermediary Entity generally owns substantially less than one percent of any such Investment Fund, does not manage or otherwise control such Investment Fund, and has no influence over the Investment Fund's decision to buy, sell, or vote any particular security. Each Investment Fund in which a Passive-Intermediary Entity invests is operated as a blind pool, so that the Passive-Intermediary Entity does not know what securities the blind pool Investment Funds will purchase or sell, and has no control over such purchases or sales. And, indeed, the Passive-Intermediary Entity often arranges for statements and communications from certain Investment Funds to be sent solely to a blind administrator who edits out all information regarding the identity of the Investment Fund's underlying investments, so that the Passive-Intermediary Entity does not learn (even after the fact) the identity of the securities purchased, sold, or held by the Investment Fund. To the extent the Passive-Intermediary Entity is or becomes aware of the identity of the securities purchased, sold, or held by the Investment Funds ("Known Holdings"), such Known Holdings are submitted to Kirkland's conflict checking system.

50. From time to time, Kirkland partners, of counsel, associates, and employees personally directly acquire a debt or equity security of a company which may be (or become) one of the Debtors, their creditors, or other parties in interest in these chapter 11 cases. Kirkland has a long-standing policy prohibiting attorneys and employees from using confidential information that may come to their attention in the course of their work, so that all Kirkland attorneys and employees are barred from trading in securities with respect to which they possess confidential information.

F. Former Clerks.

51. The following Kirkland employees had clerkships in the United States Bankruptcy Court for the Southern District of Texas during the last three years (together, the “Former Clerks”).

52. Mya L. Johnson, a Kirkland associate, was a law clerk for the Honorable Stephen Smith of the United States District Court for the Southern District of Texas from August 2017 to July 2018. Ms. Johnson began working at Kirkland in September 2018 and had no connection with the Debtors’ chapter 11 cases while working for the Court.

53. Anna E. Swanson, a Kirkland associate, was a law clerk for the Honorable Alfred H. Bennett of the United States Bankruptcy Court for the Southern District of Texas from August 2017 until August 2019. Ms. Swanson began working at Kirkland in November 2019 and had no connection with the Debtors’ chapter 11 cases while working for the Court.

54. Camille E. Peebles, a Kirkland associate, was a law clerk for the Honorable Andrew S. Hanen of the United States Bankruptcy Court for the Southern District of Texas from 2018 until 2019. Ms. Peebles began working at Kirkland in September 2018 and had no connection with the Debtors’ chapter 11 cases while working for the Court.

55. I do not believe that the Former Clerks’ work for the Court precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

G. Other Disclosures.

56. Finally, certain interrelationships exist among the Debtors. Nevertheless, the Debtors have advised Kirkland that the Debtors’ relationships to each other do not pose any conflict of interest because of the general unity of interest among the Debtors. Insofar as I have been able to ascertain, I know of no conflict of interest that would preclude Kirkland’s joint representation of the Debtors in these chapter 11 cases.

57. The spouse of Kirkland partner Helen E. Witt, P.C. is a managing director of JPMorgan Chase & Co. JPMorgan Chase Bank, N.A. is the administrative agent, a lender, and hedge counterparty under the Debtors' prepetition revolving credit facility and debtor-in-possession credit facility. Out of an abundance of caution, Kirkland has instituted formal screening measures to screen Ms. Witt from all aspects of Kirkland's representation of the Debtors.

58. Kirkland currently represents, and formerly has represented, Bank of America, N.A. ("Bank of America") and certain of its affiliates, in a variety of matters. Bank of America is a lender in these chapter 11 cases, and its affiliate, Merrill Lynch Commodities, Inc., is a hedge counterparty. Kirkland's representations of Bank of America, in the aggregate, accounted for less than one percent of Kirkland's fee receipts for the twelve-month period ending on July 30, 2020. All of Kirkland's current and former representations of Bank of America have been unrelated to the Debtors and these chapter 11 cases. I do not believe that Kirkland's representation of Bank of America precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

59. James H.M. Sprayregen, a Kirkland partner, worked as an attorney at Kirkland from July 1990 until June 2006 and rejoined the firm in December 2008. From June 2006 until December 2008, prior to rejoining the firm, Mr. Sprayregen was co-head of the restructuring group of Goldman Sachs Americas ("Goldman Sachs"), where he advised U.S. and international clients in restructuring and distressed situations. Goldman Sachs Bank USA, a Goldman Sachs affiliate, is a lender under the Debtors' prepetition revolving credit facility and debtor-in-possession credit facility, and its affiliate, J. Aron & Company LLC, is a hedge counterparty. As described above, Goldman Sachs is a client of the firm and is disclosed on **Schedule 1(g)** attached hereto. I do not

believe that Mr. Sprayregen's prior employment at Goldman Sachs precludes Kirkland from meeting the disinterestedness standard under the Bankruptcy Code.

60. Furthermore, prior to joining Kirkland, certain Kirkland attorneys represented clients adverse to Kirkland's current and former restructuring clients. Certain of these attorneys (the "Screened Kirkland Attorneys") will not perform work in connection with Kirkland's representation of the Debtors and will not have access to confidential information related to the representation. Kirkland's formal ethical screen provides sufficient safeguards and procedures to prevent imputation of conflicts by isolating the Screened Kirkland Attorneys and protecting confidential information.

61. Under Kirkland's screening procedures, Kirkland's conflicts department distributes a memorandum to all Kirkland attorneys and legal assistants directing them as follows: (a) not to discuss any aspects of Kirkland's representation of the Debtors with the Screened Kirkland Attorneys; (b) to conduct meetings, phone conferences, and other communications regarding Kirkland's representation of the Debtors in a manner that avoids contact with the Screened Kirkland Attorneys; (c) to take all measures necessary or appropriate to prevent access by the Screened Kirkland Attorneys to the files or other information related to Kirkland's representation of the Debtors; and (d) to avoid contact between the Screened Kirkland Attorneys and all Kirkland personnel working on the representation of the Debtors unless there is a clear understanding that there will be no discussion of any aspects of Kirkland's representation of the Debtors. Furthermore, Kirkland already has implemented procedures to block the Screened Kirkland Attorneys from accessing files and documents related to the Debtors that are stored in Kirkland's electronic document managing system.

Affirmative Statement of Disinterestedness

62. Based on the conflicts search conducted to date and described herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) Kirkland is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, as required by section 327(a) of the Bankruptcy Code, and does not hold or represent an interest adverse to the Debtors’ estates and (b) Kirkland has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed herein.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 28, 2020

Respectfully submitted,

/s/ Joshua A. Sussberg

Joshua A. Sussberg
as President of Joshua A. Sussberg, P.C., as
Partner of Kirkland & Ellis LLP; and as Partner
of Kirkland & Ellis International LLP

Schedule 1

The following lists contain the names of reviewed entities as described more fully in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of July 30, 2020* (the "Sussberg Declaration").¹ Where the names of the entities reviewed are incomplete or ambiguous, the scope of the search was intentionally broad and inclusive, and Kirkland & Ellis LLP and Kirkland & Ellis International LLP reviewed each entity in its records, as more fully described in the Sussberg Declaration, matching the incomplete or ambiguous name.

¹ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Sussberg Declaration.

SCHEDULE 1

List of Schedules

<u>Schedule</u>	<u>Category</u>
1(a)	Debtors
1(b)	Directors/Officers
1(c)	Non-Debtor Affiliates–Joint Ventures and JV Partners
1(d)	Current and Recent 5% or More Equity Holders
1(e)	Bankruptcy Judges
1(f)	Bankruptcy Professionals
1(g)	Banks/Lenders/Hedge Counterparties/UCC Lien Parties/Administrative Agents
1(h)	Contract Counterparties
1(i)	Governmental/Regulatory Agencies
1(j)	Insurance–PFA
1(k)	Landlords
1(l)	Litigation
1(m)	Other Significant Creditors
1(n)	Top 30 Creditors
1(o)	U.S. Trustee Personnel
1(p)	Utilities
1(q)	Vendors

SCHEDULE 1(a)

Debtors

Denbury Air LLC
Denbury Brookhaven Pipeline LLC
Denbury Brookhaven Pipeline Partnership LP
Denbury Gathering & Marketing Inc.
Denbury Green Pipeline-Montana LLC
Denbury Green Pipeline-North Dakota LLC
Denbury Green Pipeline-Riley Ridge LLC
Denbury Green Pipeline-Texas LLC
Denbury Gulf Coast Pipelines LLC
Denbury Holdings Inc.
Denbury Onshore LLC
Denbury Operating Co.
Denbury Pipeline Holdings LLC
Denbury Resources Inc.
Denbury Thompson Pipeline LLC
Encore Partners GP Holdings LLC
Greencore Pipeline Co. LLC
Plain Energy Holdings LLC

SCHEDULE 1(b)

Directors/Officers

Allen, Mark C.
Cochran, Jenny
Cole, Dan E.
Dahan, Matthew
Decker, Michael B.
Dielwart, John P.
Filiatrault, John
Hibbetts, Chris
Jennings, Nicole H.
Kendall, Chris
Matthews, Jim
McLaurin, Steve
McMichael, Gregory L.
O. Meyers, Kevin
Peterson, Lynn A.
Rhoades, Alan
Robichaux, Randy
Sheppard, David
Stein, Randy
VanDeWeghe, Mary M.
Wood, Nikulas J.

SCHEDULE 1(c)

Non-Debtor Affiliates--Joint Ventures and JV Partners

American Association of Petroleum Landmen
Continental Resources Inc.
Elk Grieve Project LLC
Elk Petroleum Inc.
FDL Operating LLC
Grizzly Energy LLC
Hawkwood Energy Operating LLC
Howell Petroleum Corp.
Linn Energy Holdings LLC
Navitas Petroleum Onshore LLC
Petco Petroleum Corp.
Petro-Hunt LLC
Scout Energy Group II LP
Tellus Operating Group LLC
WCOA LLC
White Rock Oil & Gas LLC

SCHEDULE 1(d)

Current and Recent 5% or More Equity Holders

BlackRock Inc.

Fidelity Management & Research Co. LLC

State Street Corp.

Vanguard Group Inc., The

SCHEDULE 1(e)

Bankruptcy Judges

Isgur, Marvin
Jones, David R.

SCHEDULE 1(f)

Bankruptcy Professionals

Akin Gump Strauss Hauer & Feld LLP
Alvarez & Marsal
Epiq Bankruptcy Solutions LLC
Evercore Inc.
Houlihan Lokey Inc.
Jackson Walker LLP
KPMG LLP
Paul Weiss Rifkind Wharton & Garrison LLP
PJT Partners Inc.
PricewaterhouseCoopers LLP

SCHEDULE 1(g)

Banks/Lenders/Hedge Counterparties/UCC Lien Parties/Administrative Agents

ABN AMRO Bank NV
Arden Trust Co.
Bank of America Corp.
Bank One NA
Canadian Imperial Bank of Commerce
Capital One NA
Comerica Bank
Depository Trust Co., The
Fifth Third Bank
ING Capital Markets LLC
J. Aron & Co. LLC
JPMorgan Chase Bank NA
KeyBank NA
Merill Lynch Commodities Inc.
Merrill Lynch
Royal Bank of Canada
SunTrust Banks Inc.
Wells Fargo Advisors LLC
Wells Fargo Bank NA
Wells Fargo Bank Texas NA
Wells Fargo Wealth Management
Wilmington Trust NA

SCHEDULE 1(h)

Contract Counterparties

AG Edwards Trust Co. FSB
Air Products LLC
Airgas Carbonic Enterprises Inc.
APMTG Helium LLC
Chevron USA Inc.
Exxon Corp.
First American Bank SSB
Genesis NEJD Pipeline LLC
Jones & Nix PLLC
JP Oil Co. Inc.
PCS Nitrogen Fertilizer LP
PCS Sales (USA) Inc.
Richardson Operating Co.
Richardson Production Co.
Shell Land & Energy Co.
Shell Onshore Ventures Inc.
Texas Commerce Bank NA
TXU Energy
Wapiti Energy LLC
Wells Fargo Bank NA

SCHEDULE 1(i)**Governmental/Regulatory Agencies**

Acadia, Parish of (LA)	Copiah, County of (MS), Tax Collector
ACTS Now Inc.	Coupee, Parish of (LA), Tax Collector
Adams, County of (MS), Tax Collector	CTI Environmental Service LLC
Alabama, State of, Department of	Dawson, County of (GA), Treasurer
Environmental Management	Deelu Land & Cattle Co. FLP
Alabama, State of, Department of	Delaware, State of, Secretary of State
Environmental Management	Delhi, Town of (LA)
Alabama, State of, Department of Revenue	Denmiss Corp.
Allen, Parish of (LA), Collector	East Baton Rouge, Parish of (LA), Sheriff
Alvin, City of (TX)	Eighty-Eight Oil LLC
Amite, County of (MS), Tax Collector	Element Markets LLC
Ascension, Parish of (LA)	Energy Worldnet Inc.
Assumption, Parish of (LA)	Enmark Energy Inc.
Baybrook Municipal Utility District 1 (TX)	EnRUD Resources Inc.
Baytown-West Chambers County Economic	Fallon, County of (MT), Treasurer
Development Foundation	FC&E Engineering LLC
Bloomberg Industry Group	Financial Accounting Standards Board
Bowman, County of (ND), Treasurer	Fort Bend, County of (TX), Tax Assessor
Brazoria, County of (TX)	Franklin, County of (MS), Tax Collector
Brazoria, County of (TX), Groundwater	Franklin, Parish of (LA), Clerk of Court
Conservation	Franklin, Parish of (LA), Sheriff's Office
Brazoria, County of (TX), Tax Assessor	Fremont, County of (WY)
Collector	Friendswood Consolidated Tax Office (TX)
Brazos, County of (TX), Tax Collector	Galena Park Independent School District
Brosz Engineering Inc.	(TX), Tax Office
Calcasieu, Parish of (LA), Clerk of Court	Galveston, County of (TX), Tax Office
Calcasieu, Parish of (LA), Police Jury	Harris, County of (TX), Tax Assessor-
Calcasieu, Parish of (LA), Sheriff & Tax	Collector
Collector, Tony Mancuso	Hill County Appraisal District (TX), Tax
Cameron, Parish of (LA)	Collections
Cameron, Parish of (LA), Wetlands	Hill, County of (TX), Tax Office
Campbell, County of (WY), Treasurer	Iberville, Parish of (LA)
Carter, County of (TN), Treasurer	Iberville, Parish of (LA), Clerk of Court
Chambers, County of (TX)	Inter-Mountain Laboratories Inc.
Citronelle, City of (AL)	Issaquena, County of (MS)
Clarke County Cooperative (MS)	J. E. Broussard Heirs O&G LP
Clear Creek Independent School District	Jasper, County of (MS), Chancery Clerk
(TX), Tax Collector	Jasper, County of (MS), Tax Collector
Collin, County of (TX), Tax Collector	Jefferson Davis, County of (MS)
Colorado, State of, Office of Natural	Jefferson Davis, Parish of (LA), Sheriff &
Resources Revenue	Ex-Officio Tax Collector
Concordia, Parish of (LA), Tax Collector	Jefferson, County of (TX), Tax Collector

Johnson, County of (WY)
 Jones, County of (MS), Tax Assessor
 Kemper County Improvement Organization
 KorTerra Inc.
 Lafayette, Parish of (LA)
 Lafayette, Parish of (LA), Tax Collector
 Lawrence, County of (MS), Tax Collector
 Lincoln, County of (MS), Chancery Clerk
 Lincoln, County of (MS), Tax Collector
 Livingston, Parish of (LA), Clerk of Court
 Livingston, Parish of (LA), Council
 Livingston, Parish of (LA), Sheriff
 Louisiana, State of, Department of
 Environmental Quality
 Louisiana, State of, Department of Natural
 Resources
 Louisiana, State of, Department of Revenue
 Louisiana, State of, Department of Revenue
 & Taxation
 Louisiana, State of, Land Office
 Louisiana, State of, Mineral Board
 Madison, County of (MS), Chancery Clerk
 Madison, County of (MS), Tax Collector
 Madison, County of (TX), Tax Office
 Madison, Parish of (LA)
 Massachusetts, State of, Treasurer
 Midland Central Appraisal District (TX)
 Mississippi, State of
 Mississippi, State of, Department of
 Environmental Quality
 Mississippi, State of, Department of
 Revenue
 Mississippi, State of, Oil & Gas Board
 Mississippi, State of, Tax Commission
 Mobile, County of (AL), Revenue
 Commissioner
 Monroe, City of (LA), Marshal's Office
 Montana Board of Oil and Gas Conservation
 Montana Taxpayers Association
 Montana, State of, Board of Oil & Gas
 Conservation
 Montana, State of, Department of
 Environmental Quality
 Montana, State of, Department of Natural
 Resources

Montana, State of, Department of Natural
 Resources & Conservation
 Montana, State of, Department of Revenue
 Montgomery, County of (TX), Clerk
 Montgomery, County of (TX), Tax Assessor
 Moran Rankin County LLC
 National Board of Boiler & Pressure Vessel
 Inspectors
 National Compliance Management Service
 Inc.
 Natrona, County of (WY), Treasurer
 Natrona, County of (WY), Weed and Pest
 New Hampshire, State of, Treasurer
 New Mexico, State of, Taxation & Revenue
 Department
 North Carolina, State of, Department of
 Revenue
 North Dakota, State of
 North Dakota, State of, Department of
 Emergency Services
 North Dakota, State of, Department of
 Health
 North Dakota, State of, Land Department
 North Dakota, State of, Office of State Tax
 Commissioner
 North Dakota, State of, Secretary of State
 Oklahoma, State of, Tax Commission
 Orange, County of (CA), Tax Office
 Pasadena Independent School District (TX),
 Tax Office
 Pike County Cooperative (MS)
 Pike, County of (MS), Tax Collector
 Plaquemines, Parish of (LA), Clerk of Court
 Powder River, County of (MT), Treasurer
 Prairie, County of (AR), Treasurer
 Quitman County Development Organization
 Inc.
 Rankin, County of (MS), Cooperative
 Rankin, County of (MS), Tax Collector
 Richland, Parish of (LA), Clerk of Court
 Richland, Parish of (LA), Clerk's Office
 Richland, Parish of (LA), Tax Collector
 Richland, Parish of (LA), Tax Commission
 Sacramento, County of (CA), Department
 Child Support Services

Santa Fe Independent School District (TX),
Tax Office
Sheldon Independent School District (TX),
Tax Collector
Simpson, County of (MS), Tax Collector
Smith, County of (TX), Tax Collector
Southern States Energy Board
St. Bernard, Parish of (LA), Clerk of Court
St. Helena, Parish of (LA), Sheriff's Office
St. Landry, Parish of (LA), Clerk of Court
St. Landry, Parish of (LA), Tax Collector
Sublette, County of (WY), Treasurer
Tensas, Parish of (LA), Tax Collector
Terrebonne, Parish of (LA), Sheriff's Office
Texas Taxpayers and Research Association
Texas, State of, Attorney General, Child
Support
Texas, State of, Commission on
Environmental Quality
Texas, State of, Comptroller of Public
Accounts
Texas, State of, General Land Office
Texas, State of, Railroad Commission
Treasure State Resources Association
Tri Community Volunteer Fire Department
Tri County Water Association
Trihydro Corp.
Twin County Electric Power Association
United States, Government of the,
Department of Agriculture - Animal &
Plant Health Inspection Service
United States, Government of the,
Department of Agriculture, Animal and
Plant Health Inspection Service
United States, Government of the,
Department of Interior - Bureau of Land
Management
United States, Government of the,
Department of Interior - National Park
Service
United States, Government of the,
Department of Natural Resources &
Conservation
United States, Government of the,
Department of the Interior, Bureau of
Land Management

United States, Government of the,
Department of the Interior, National
Parks Service
United States, Government of the,
Department of the Treasury, Internal
Revenue Service
United States, Government of the,
Department of Transportation
United States, Government of the,
Department of Treasury
United States, Government of the,
Environmental Protection Agency
United States, Government of the, Office of
Natural Resources Revenue
United States, Government of the, Securities
Exchange Commission
Utah, State of, Tax Commission
Warren, County of (MS), Tax Collector
Office
Wayne, County of (MS), Chancery Clerk
Wayne, County of (MS), Tax Assessor
West Baton Rouge, Parish of (LA), Tax
Collector
West Point Clay County Animal Shelter
Western States Land Commissioners
Association
Wibaux, County of (MT), Treasurer
Wilkinson County School District (GA)
Wyoming County Commissioners
Association
Wyoming Taxpayers Association
Wyoming, State of, Air Quality Division
Wyoming, State of, Department of
Environmental Quality
Wyoming, State of, Department of
Environmental Quality, Air Quality
Division
Wyoming, State of, Department of Revenue
Wyoming, State of, Lands & Investments
Wyoming, State of, Office of State Lands &
Investments
Wyoming, State of, Oil & Gas Conservation
Commission
Wyoming, State of, Secretary of State
Yazoo, County of (MS), Tax Collector

SCHEDULE 1(j)

Insurance-PFA

Admiral Insurance Co.
Allianz (Worldlink)
Allied World Assurance Co. Holdings Ltd.
American International Group Inc.
Chubb Ltd.
Everest Re Group Ltd.
Federal Insurance Co.
Great American Insurance Co. Inc.
Hiscox Syndicate 0033 Leading
Liberty Insurance Corp.
Liberty Mutual Fire Insurance Co. Inc.
Liberty Mutual Group
Liberty Mutual Insurance Co.
Lloyd's of London Ltd.
Lockton Cos. Inc.
Markel Insurance Co. Inc.
Nationwide Mutual Insurance Co.
RLI Insurance Co. Inc.
Safeco Insurance Co. of America Inc.
Sompo Japan Nipponkoa Holdings Inc.
Starr Surplus Line Insurance Co.
Travelers Casualty & Surety Co. of America
Underwriters at Lloyds London
Westchester Fire Insurance Co.
XL Insurance Co.

SCHEDULE 1(k)

Landlords

Legacy Campus LP
Reata Pharmaceuticals Inc.
Texas Plano Office LLC
Whetstone Legacy Campus LP

SCHEDULE 1(I)

Litigation

Aegis Development Co. LLC
APMTG Helium LLC
Ashley, Cathy
Ashley, James L.
Barker, James David
Blalock, William Booth
Blaylock, William Curtis
Brookhaven Mineral Properties Ltd.
Cameron, Parish of (LA)
Cannan, James W.
Coon, David L.
Devon Energy Production Co. LP
Essential Logistics LLC
Giacometto Ranch Inc.
Golden Ranch Farms LLC
Hess Corp.
Hilcorp Energy LLC
Ironshore Specialty Insurance Co.
Key Energy Services LLC
Keystone Energy Co. LLC
Lacassane Co. Inc., The
Litel Explorations LLC
Maloney, Patricia
Rhinoceros Ventures Group Inc.
Scharnberg, Tiffany Ann
Sherman, Anitra
Singley, David
Singley, Maggie Mae
Tidwell, Eric
TIG Insurance Co.
Venture Oil & Gas Inc.
Whitehead, Margaret Faye

SCHEDULE 1(m)

Other Significant Creditors

Alabama, State of, State Oil and Gas Board
Amoco Production Co.
APMTG Helium LLC
Bank One NA
Brazoria, County of (TX)
Central Electric Power Association
Delhi, Town of (LA), Office of the Mayor
Entergy Louisiana LLC
Entergy Mississippi Inc.
Entergy Texas Inc.
Genesis NEJD Pipeline LLC
Harris, County of (TX), Flood Control
Houston, City of (TX)
Louisiana, State of, Department of Natural Resources, Office of Conservation
Manvel, City of (TX)
Mississippi, State of, Oil & Gas Board
Montana, State of, Board of Oil and Gas Conservation
New Mexico, State of
New Mexico, State of, Commissioner of Public Lands, Oil, Gas, and Minerals Division
North Dakota, State of, Industrial Commission
Pearland, City of (TX)
Richland, Parish of (LA), Police Jury
Southwest Mississippi Electric Power Association
Tallgrass Pony Express Pipeline LLC
Texas, State of, Railroad Commission
TXU Energy Retail Co. LLC
United States, Government of the, Department of the Interior, Bureau of Indian Affairs
United States, Government of the, Department of the Interior, Bureau of Land Management
Wyoming, State of
Wyoming, State of, Department of Environmental Quality
Wyoming, State of, Office of State Lands and Investments
Wyoming, State of, Oil and Gas Conservation Commission

SCHEDULE 1(n)

Top 30 Creditors

API Control Systems Inc.
Baker Hughes Oilfield Operations Inc.
Canadian National Steel Corp.
ChampionX Corp.
CSI Compressco Operating LLC
CTAP LLC
D&M Solutions Inc.
DNOW LP
Dun Transportation & Stringing Inc.
Entergy Corp.
Hawkins Lease Service Inc.
Independence Contract Drilling Inc.
Jacam Chemicals 2013 LLC
JD Rush Corp.
Magnolia Electric Power Association
MG Dyess Inc.
Microsoft Licensing GP
Pioneer Well Services LLC
Pumpelly Oil Acquisition LLC
Reagan Power & Compression LLC
Ryan LLC
Steel Service Oilfield Tubular Inc.
Techneaux Technology Services LLC
Toolpushers Supply Co. Inc.
TXU Energy
Vinson & Elkins LLP
Weatherford Artificial Lift Systems
Wells Fargo Bank NA
Wilmington Trust NA
Yazoo Valley Electric Power Association

SCHEDULE 1(o)

U.S. Trustee Personnel

Boykin, Jacqueline
Duran, Hector
Griffin, Barbara
Johnson-Davis, Luci
Livingstone, Diane
March, Christine
Motton, Linda
Otto, Glenn
Schmidt, Patricia
Simmons, Christy
Smith, Gwen
Statham, Stephen
Waxton, Clarissa

SCHEDULE 1(p)

Utilities

Adams County Water Association (MS)	Jeff Davis Electric Cooperative Inc.
Alabama Power Co.	Leesburg Water Association Inc.
AT&T Inc.	Level 3 Communications LLC
AT&T Mobility LLC	Lincoln Rural Water Association
AT&T Teleconference Services	Magnolia Electric Power Association
Atmos Energy Corp.	Masergy Cloud Communications Inc.
Atmos Energy Marketing LLC	Masergy Communications Inc.
Baker, City of (LA)	McCone Electric Coop. Inc.
Basile, Town of (LA)	Mediacom Communications Corp.
Bear Creek Water Association Inc.	Message Media Inc.
Beaumont, City of (TX)	Mid Rivers Telephone Cooperative Inc.
Beauregard Electric Cooperative Inc.	Mid-Rivers Telephone Coop. Inc.
Black Hills Power Inc.	Mississippi Power Co.
C Spire Wireless	Mobiltex Technologies Inc.
Calcasieu, Parish of (LA), Police Jury,	Monroe Communciations Inc.
Waterworks	Montana-Dakota Utilities Co.
Centerpoint Energy Inc.	Mp2 Energy LLC
Central Electric Power Association	Natrona, County of (WY), Vista West
Central Yazoo Water Association Inc.	North East Amite County Water Association
CenturyLink Inc.	North Pike Water Association Inc.
Collins Communications Inc.	Northeast Louisiana Power Coop. Inc.
Comsouth Inc.	Northeast Louisiana Power Cooperative Inc.
Comsouth Telecommunications Inc.	Philadelphia Water Association Inc.
Cox Communications Inc.	Pisgah Water Association Inc.
Dixie Electric Membership Corp.	Plano, City of (TX), Utilities
Dixie Electric Power Association	Powder River Energy Corp. Inc.
East Madison Water Association Inc.	Quality Technology Services Irving II LLC
East Pike Water Association	Questar Gas Co.
East Richland Water Works District (LA)	Rainbow Gas Co.
Echosat Communications Group Inc.	Range Telephone Cooperative Inc.
Echosat Inc.	Republic Services Inc.
Entergy Louisiana LLC	Rocky Mountain Oilfield Warehouse Inc.
Friendswood, City of (TX)	Rocky Mountain Power Inc.
General Datatech LP	RT Communications Inc.
Gillette, City of (WY)	SCANA Energy Marketing Inc.
Goldenwest Electric Cooperative Inc.	Slope Electric Cooperative Inc.
Granite Telecommunications LLC	Sound & Cellular Inc.
Heidelberg, Town of (MS)	South Alabama Utilities
High Plains Power Inc.	Southeast Electric Cooperative Inc.
Iberville, Parish of (LA), Utilities	Southern Broadband LLC
Inflow Communications Inc.	Southern LINC
Interconn Resources Inc.	Southern Pine Electric Power Association

Southwest Louisiana Electric Membership
Corp.
Southwest Mississippi Electric Power
Association
Starr Communications LLC
TEC
TESSCO Technologies Inc.
Texican Natural Gas Co. LLC
Tongue River Electric Cooperative Inc.
Topisaw Creek Water Association Inc.
Tower Communication & Automation Inc.
Twin County Electric Power Association
TXU Energy
US Water Services Inc.
Verizon Wireless
Versatel Communications
Vista West Water Co.
Waste Connections of Wyoming Inc.
Waste Management Inc.
WCA Waste Corp.
West Unified Communications Services Inc.
Westbank Sanitation Inc.
Whetstone Legacy Campus LP
Windstream Holdings Inc.
Wyoming, State of, Public Service
Commission
Yazoo Valley Electric Power Association

SCHEDULE 1(q)

Vendors

4J Well Service Inc.	Cornwell Service Inc.
Abstract Construction Co.	Cravath Swaine & Moore LLP
Adams Hoefer Holwadel LLC	Credit Suisse USA Inc.
Advanced Products Inc.	CSI Compressco Operating LLC
Air Products and Chemicals Inc.	D & D Oilfield Services Inc.
American Supply Co.	D&M Solutions Inc.
Archrock Partners Operating LLC	Dak-Tana Wire Line Inc.
Aristeia Master LP	Dawson Geophysical Co.
Atmos Energy Marketing LLC	Dc Vacuum Inc.
Audubon Engineering Co. LP	Deepwell Energy Services LLC
B&L Pipeco Services Inc.	Delaware, State of, Office of Unclaimed Property
Baker & Hostetler LLP	Dell Marketing LP
Baker Hughes Oilfield Operations Inc.	Delta Oil Tools LLC
Bank of America Corp.	Direct Electric LLC
Bedrock Petroleum Consultants LLC	DNOW LP
Belle Fourche Pipeline	Dover Energy Inc.
BJ Services LLC	Downhole Drilling Services LLC
Black Hills Power Inc.	Duraroot Environmental Consulting LLC
Boots Smith Oilfield Services LLC	Dxp Enterprises Inc.
Brazoria, County of (TX), Tax Assessor Collector	E3 Environmental
Bridger Pipeline LLC	Eagle Consulting LLC
Brigade Energy Services LLC	Eastern Fishing & Rental Tool Co. Inc.
Bryan Contractors	Elite Enterprises LLC
Butte Pipe Line Co.	Endurance Lift Solutions LLC
C&J Spec-Rent Services Inc.	Energy Drilling Co.
C&J Well Services Inc.	Entergy 8104
Cameron Solutions Inc.	Entergy 8105
Campbell, County of (WY), Treasurer	Entergy 8108
Canadian National Steel Corp.	Enterprise Fleet Management Inc.
Capstar Drilling Inc.	Environmental Field Services Inc.
Castle Oilfield Services	Express Scripts Inc.
CCI	Exxon Co. USA
Central Electric Power Association	Exxon Mobil Corp.
Chambers, County of (TX)	F&D Oilfield Maintenance Inc.
ChampionX Corp.	FDL Operating LLC
Choice Construction LLC	Federal Reserve Bank of New York
CIBC World Markets	Fidelity Advisor High Income Advantage Fund
Clarkco Oilfield Services Inc.	Fidelity Advisor Series II
Comsal Inc.	Fidelity American High Yield Fund
ConocoPhillips Co.	Fidelity Central Investment Portfolios
Continental Resources Inc.	

Fidelity Funds SICAV US High Yield
 Fidelity Summer Street Trust
 Five Star Roustabout Inc.
 GE Oil & Gas Pressure Control LP
 GE Packaged Power Inc.
 General Datatech LP
 Genesis NEJD Pipeline LLC
 Genesis Pipeline USA LP
 Graco Fishing & Rental Tools Inc.
 Grand Isle Shipyard Inc.
 Griffith Excavating Inc.
 GSM Oilfield Services Inc.
 Gyrodata Inc.
 Halliburton Energy Services Inc.
 Hawkins Lease Service Inc.
 Helmerich & Payne International
 Heritage Oilfield Consultants Inc.
 High Plains Power Inc.
 Highbridge Tactical Credit Master Fund
 Hiland Crude LLC
 Holland & Hart LLP
 Igo Oil and Gas Services Inc.
 IHS Global Inc.
 Interconn Resources Inc.
 J. Aron & Co. LLC
 Jacam Chemicals 2013 LLC
 Japan Trustee Services Bank Ltd.
 Jasper, County of (MS), Tax Collector
 JD Rush Corp.
 JP Oil Co. Inc.
 JPMorgan Chase Bank NA
 Justiss Oil Co. Inc.
 Kelley Brothers Contractors Inc.
 Kinder Morgan Inc.
 Lee & Lee Services Inc.
 Liberty Mutual Insurance Group
 Little Missouri Special Inc.
 Lockton Cos. LLC
 Louisiana Machinery LLC
 Louisiana, State of
 Louisiana, State of, Department of Revenue
 M&J Valve Services Inc.
 Magnolia Electric Power Association
 Marlin Services Inc.
 Marsh USA Inc.
 Masco Wireline Service Inc.

Masergy Communications Inc.
 Master Trust Bank of Japan Ltd., The
 Merrill Lynch Platinum
 Mississippi Power Co.
 Mississippi, State of, Department of
 Revenue
 Mississippi, State of, Oil & Gas Board
 Mississippi, State of, Tax Commission
 Mitchell's Crane and Trucking LLC
 Moncla Workover and Drilling Operations
 LLC
 Montana Land Reliance, The
 Montana, State of, Department of Revenue
 Montana-Dakota Utilities Co.
 Montgomery, County of (TX), Tax Assessor
 Mustang Machinery Co. Ltd.
 National Oilwell Varco Inc.
 Natrona, County of (WY), Treasurer
 Newpark Drilling Fluids LLC
 North Dakota, State of
 North Dakota, State of, Department of Trust
 Lands
 Northern Production Co. LLC
 Oil States Energy Services LLC
 Oilfield Partners Energy Services LLC
 On Shore Quality Control Specialists LLC
 ONEOK Rockies Midstream LLC
 PCS Sales (USA) Inc.
 Petra Consultants Inc.
 Petro Harvester Operating Co. LLC
 Pierce Construction and Maintenance Co.
 Pioneer Well Services LLC
 Pioneer Wireline Services
 Powder River Energy Corp. Inc.
 Powder River, County of (MT), Treasurer
 Premium Oilfield Services LLC
 PricewaterhouseCoopers LLP
 Primoris Energy Services Corp.
 Prudential Insurance Co. of America, The
 Pryor Packers Inc.
 PS Services LLC
 Pumpelly Oil Acquisition LLC
 R. W. Delaney Construction Co. Inc.
 Radley Electric Inc.
 Rainbow Rental & Fishing Tools Inc.
 Rankin, County of (MS), Tax Collector

Reagan Power & Compression LLC
Reid Dozer Service LLC
Renegade Services Group LLC
Rhame Pump Repair & Supply Inc.
Richland, Parish of (LA), Tax Collector
Rock Hard Cementing LLC
Rocky Mountain Power Inc.
Sap America Inc.
Schlumberger Technology Corp.
Sidley Austin LLP
Silver Fuels Processing LLC
Six C Fabrication Inc.
Skyhawk Chemicals Inc.
Slope Electric Cooperative Inc.
Southern Pine Electric Power Association
Southwest Mississippi Electric Power
Association
SPN Well Services
SRT Oilfield Service LLC
Stallion Oilfield Services
Stuart C. Irby Co.
Summit ESP LLC
SWCA Inc.
Tallgrass Pony Express Pipeline LLC
Techneaux Technology Services LLC
Tellus Operating Group LLC
Texas Plano Office LLC
Texas, State of, Comptroller of Public
Accounts
Tim W. Olson Construction Inc.
Tinsley Resources LLC
TLC Oil Tools Inc.
TXU Energy
U.S. Bank Equipment Finance Inc.
United Health Care Insurance Co.
United Rentals Inc.
VA Sauls Inc.
Variable Insurance Products Fund V
Verde Services LLC
W. S. Red Hancock Inc.
Waukesha Pearce Industries LLC
Weatherford Artificial Lift Systems
Weatherford US LP
Wells Fargo Bank NA
Whetstone Legacy Campus LP
Whitebox Multi Strategy Fund LP

Whitebox Relative Value Fund LP
Williams Well Service Inc.
Wisco Moran Drilling Co. Inc.
Wood Group PSN Inc.
Wrangler Well Service Inc.
Wright Express
Wyoming, State of, Department of Revenue
Yazoo Valley Electric Power Association

SCHEDULE 2

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Admiral Insurance Co.	W.R. Berkley Corporation	Current
AG Edwards Trust Co. FSB	Jon Kossov	Current
Wells Fargo Advisors LLC	Wells Fargo Securities LLC	Current
Wells Fargo Bank NA		
Wells Fargo Bank Texas NA		
Wells Fargo Wealth Management		
Air Products and Chemicals Inc.	Air Products & Chemicals, Inc.	Closed
Air Products LLC		
APMTG Helium LLC		
Allianz (Worldlink)	Allianz Capital Partners GmbH	Former
	Pacific Investment Management Company, LLC	Current
Alvarez & Marsal	A&M Capital Advisors Europe, LLP	Current
	A&M Capital Advisors GP, LLC	Current
	A&M Capital Advisors, LLC	Current
	A&M Capital Advisors, LP	Current
	A&M Capital Europe, SCSp	Current
	A&M Capital Europe-GP Associates, LP	Current
	A&M Capital Opportunities-GP Associates, LP	Current
	A&M Capital Partners, LLC	Current
	A&M Capital-GP Associates, LP	Current
	A&M Capital-GP Holdings, LP	Current
	Alvarez & Marsal AMCO Partners Fund, LP	Current
	Alvarez & Marsal Capital LLC	Current
	Alvarez & Marsal Capital, LP	Current
	Alvarez & Marsal Europe LLP	Current
	Alvarez & Marsal Inc.	Current
	Alvarez & Marsal Partners Buyout Fund, LP	Current
	Alvarez & Marsal Partners Europe Buyout Fund, LP	Current
	Alvarez & Marsal Partners Europe Fund, LP	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Alvarez & Marsal Partners Fund, LP	Current
	Alvarez & Marsal Partners Opportunities Fund, LP	Current
	Alvarez & Marsal Taxand UK LLP	Closed
Amoco Production Co.	BP America - Deepwater	Current
	BP America - Tank Fund	Current
	BP America Inc.	Current
	BP America Production Co.	Current
	BP America Production Company Inc.	Former
	BP American Production Company	Current
	BP Amoco plc	Closed
	BP Company North America Inc.	Closed
	BP Corporation North America Inc.	Former
	BP Exploration & Production Inc.	Former
	BP Exploration Mexico Limited, S.A. de C.V.	Current
	BP Gas Marketing Limited	Current
	BP Holdings North America Ltd.	Current
	BP International Ltd.	Former
	BP Marine Ltd.	Closed
	BP Mexico Holding Company, S.A. de C.V.	Current
	BP plc	Current
	BP Products North America Inc.	Current
	BP Trinidad & Tobago LLC	Current
	BP West Coast Products LLC	Former
AT&T Inc.	AT&T Corp.	Closed
AT&T Mobility LLC	AT&T Inc.	Closed
AT&T Teleconference Services	AT&T Intellectual Property II L.P.	Closed
	AT&T Intellectual Property II, L.P.	Closed
	AT&T Intellectual Property LLC	Closed
	AT&T Services, Inc.	Current
	Directv, LLC	Current
	Hello Sunshine	Closed
Bank of America Corp.	Banc of America Capital Investors SBIC, L.P.	Closed
Merill Lynch Commodities Inc.	BancAmerica Capital Investors SBIC II, L.P.	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Merrill Lynch Merrill Lynch Platinum	Bank of America Capital Investors LP Bank of America Corporation Bank of America Merrill Lynch Bank of America Securities Limited Bank of America Ventures Bank of America, N.A. Benjamin Klein Merrill Lynch Capital Services, Inc. Merrill Lynch, Pierce, Fenner & Smith, Inc.	Closed Current Current Closed Closed Current Current Closed Closed
Bank One NA Highbridge Tactical Credit Master Fund JPMorgan Chase Bank NA Texas Commerce Bank NA	Chase Bank USA, N.A. Highbridge Asia Fund Highbridge Capital Management, LLC Highbridge Co-Investment Vehicle Highbridge Multi-Strategy Fund Highbridge Tactical Credit Fund J.P. Morgan Securities (Far East) Limited J.P. Morgan Securities Asia Pacific Limited J.P. Morgan Securities LLC JPMorgan Asset Management - Global Real Assets JPMorgan Chase & Co. JPMorgan Chase Bank NA JPMorgan Funds Limited and JPMorgan Investment Management Inc. - Global Special Situations JPMorgan Funds Limited and JPMorgan Investment Management Inc. - Infrastructure Investment Group JPMorgan Ventures Energy Corporation	Closed Closed Current Closed Closed Closed Closed Current Current Closed Current Current Current Current Current
Bedrock Petroleum Consultants LLC	AEA Investors LP Brian Hoesterey John F. Cozzi Thomas Pryma	Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
BJ Services LLC	BJ Management Services LP BJ Services Holdings Canada ULC BJ Services LLC BJ Services Luxembourg S.a.r.l. BJ Services Management Holdings Corp.	Current Current Current Current Current
BlackRock Inc.	BlackRock, Inc. Mark B. Florian Patrick C. Eilers	Current Current Current
Brigade Energy Services LLC	Turnbridge Capital Management, LLC	Current
Cameron Solutions Inc. Schlumberger Technology Corp.	Schlumberger Limited Schlumberger Technology WesternGeco LLC	Current Current Current
Capital One NA	Capital One Bank (USA) Capital One Financial Corp. Capital One NA Chase Bank USA, NA Chase Paymentech Solutions, LLC Murray Abrams	Closed Closed Closed Closed Closed Former
ChampionX Corp.	Apergy Corporation	Current
Chevron USA Inc.	Chevron Corporation Chevron U.S.A. Inc.	Current Current
Cox Communications Inc.	NextGear Capital, Inc.	Current
Credit Suisse USA Inc.	Credit Suisse (Hong Kong) Limited Credit Suisse AG Credit Suisse AG, Executive Board Credit Suisse Group AG Credit Suisse Group AG, Executive Board Credit Suisse International Credit Suisse Securities (USA) LLC Credit Suisse Securities Europe Ltd.	Current Current Current Current Current Current Current Current
CTAP LLC	Creekstone Farms Premium Beef LLC	Closed
Dak-Tana Wire Line Inc.	Nine Energy Service Inc.	Current
Devon Energy Production Co. LP	Devon Energy Production Company L.P.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Echosat Communications Group Inc. Echosat Inc.	Thompson Street Capital Partners	Current
Epiq Bankruptcy Solutions LLC	OCP All Canadian Funds Inc. OCP Asian Funds Inc. OCP Canadian Funds II Inc. OCP Canadian Funds Inc. OCP European Funds II Inc. OCP European Funds Inc. OCP JLA IV Funds Inc. OCP Non Canadian Mezzanine Funds Inc. OCP Royalty Funds Inc. OCP US Buyout Funds III Inc. OCP US Buyout Funds Inc. OCP US Venture Funds Inc. OMERS Administration Corp. OMERS Capital Asian Oppurtunities Corporation OMERS Capital European Oppurtunities Corporation OMERS Capital US Buyout Funds I Inc. OMERS Capital US Buyout Funds II Inc. OMERS Infrastructure Management, Inc. OMERS Private Equality Venture Funds II Inc. OMERS Private Equity Inc.	Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Closed Current Closed Closed
Epiq Bankruptcy Solutions LLC	EPIQ Systems, Inc. Harvest Partners, L.P.	Closed Current
Evercore Inc.	Evercore Inc.	Current
Express Scripts Inc.	Cigna Behavioral Health, Inc. Cigna Corporation Cigna Health and Life Insurance Company Cigna Health Corporation	Current Current Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Cigna Healthcare - Mid-Atlantic, Inc. Cigna Healthcare of California Inc. Cigna Healthcare of Colorado, Inc. CIGNA Healthcare of Florida, Inc. CIGNA Healthcare of Georgia, Inc. CIGNA HealthCare of North Carolina, Inc. CIGNA HealthCare of Pennsylvania, Inc. CIGNA HealthCare of South Carolina, Inc. CIGNA HealthCare of St. Louis, Inc. Cigna Healthcare of Tennessee, Inc. CIGNA Healthcare of Texas, Inc. CIGNA Healthcare, Inc. CIGNA Insurance Co. Connecticut General Life Insurance Company	Closed Current Closed Current Current Current Current Current Current Current Current Current Current Current
First American Bank SSB	Citibank Citibank NA Citicorp Citicorp Mezzanine III, L.P. Citigroup Global Markets Asia Ltd. Citigroup Global Markets Inc. Citigroup Global Markets Ltd. Citigroup Inc.	Closed Closed Closed Closed Current Current Closed Closed
GE Oil & Gas Pressure Control LP GE Packaged Power Inc.	GE Energy Financial Services General Electric Co.	Closed Closed
Grizzly Energy LLC	Grizzly Energy, LLC	Current
Hawkwood Energy Operating LLC	Warburg Pincus Asia LLC Warburg Pincus Global Growth L.P. Warburg Pincus LLC WP & Co., L.P. WP Financial L.P. WP Re Cayman Limited	Current Current Current Current Current Current
Hawkwood Energy Operating LLC	Ontario Teachers Pension Plan (Asia) Limited Ontario Teachers' Pension Plan Board	Current Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Hess Corp.	Hess Bakken Investments II, LLC Hess Corporation Hess Oil Virgin Islands Corp.	Current Current Closed
Hiland Crude LLC Kinder Morgan Inc.	Kinder Morgan Energy Partners LP Kinder Morgan, Inc.	Current Current
Hilcorp Energy LLC	Hilcorp Alaska LLC	Current
Houlihan Lokey Inc.	Houlihan Lokey EMEA, LLP	Current
Howell Petroleum Corp.	Occidental Petroleum Corporation	Closed
IHS Global Inc.	Carfax, Inc. IHS Markit Ipree Parent Holdco LLC	Current Current Closed
ING Capital Markets LLC	ING Bank N.V. ING Capital LLC	Current Current
J. Aron & Co. LLC	Aavid Thermalloy Capital Vision Services, LP. Goldman Sachs Goldman Sachs (Asia) LLC Goldman Sachs 7 (JDHQ Holdings LP) Goldman Sachs Asset Management International Ltd. Goldman Sachs Group Inc., The Goldman Sachs Group, Merchant Banking Division Goldman Sachs International Bank Goldman Sachs International Ltd. Goldman Sachs MB Services Limited Goldman Sachs Merchant Banking Division Goldman Sachs PIA Goldman Sachs Trust Company of Delaware LBRI SCA West Street Infrastructure Partners	Closed Current Current Current Current Current Current Closed Current Current Current Current Current Current Closed Closed
KeyBank NA	KeyBanc Capital Markets Inc.	Closed
KPMG LLP	KPMG (HK) KPMG (Ireland)	Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	KPMG Auditores, S.L.	Current
	KPMG International Cooperative	Current
	KPMG Law Firm	Closed
	KPMG LLP	Current
	KPMG LLP (Canada)	Current
	KPMG LLP (Singapore)	Current
Linn Energy Holdings LLC	Linn Energy, LLC	Current
Lloyd's of London Ltd. Underwriters at Lloyds London	Lloyd's America, Inc.	Current
Louisiana Machinery LLC	Caterpillar Financial Services Corporation	Current
	Caterpillar, Inc.	Current
Markel Insurance Co. Inc.	Markel Corporation	Current
	Markel Ventures, Inc.	Current
Message Media Inc.	Intersection Holdings, LLC	Current
	Sidewalk Infrastructure Partners	Current
	Sidewalk Labs Employees, L.L.C.	Closed
	Waymo LLC	Current
MG Dyess Inc.	The Hallen Construction Co., Inc.	Current
Nationwide Mutual Insurance Co.	Nationwide Mutual Insurance Company	Current
	Veterinary Pet Insurance Company	Closed
North Carolina, State of, Department of Revenue	David Lewis	Closed
	Philip E. Berger	Closed
	State of North Carolina	Closed
	Timothy K. Moore	Closed
ONEOK Rockies Midstream LLC	ONEOK, Inc.	Current
Paul Weiss Rifkind Wharton & Garrison LLP	John C. Godfrey	Current
Pioneer Well Services LLC Pioneer Wireline Services	Pioneer Energy Services Corp.	Current
PJT Partners Inc.	PJT Partners (UK) Limited	Current
	PJT Partners Holdings LP	Former
PricewaterhouseCoopers LLP	Price Waterhouse & Co. S.R.L.	Closed
	PricewaterhouseCoopers Business Consulting (Shanghai) Co. Ltd.	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	PricewaterhouseCoopers Consultores, Auditores y Compania Limitada	Closed
	PricewaterhouseCoopers Hong Kong Limited	Closed
	PricewaterhouseCoopers Limited	Closed
	PricewaterhouseCoopers LLP	Current
	PricewaterhouseCoopers LLP Ontario	Current
	PricewaterhouseCoopers Zhong Tian LLP	Closed
Prudential Insurance Co. of America, The	Prudential Insurance Company of America	Closed
Pumpelly Oil Acquisition LLC	Audax Capital	Current
	Audax Co-Invest III, L.P.	Closed
	Audax Direct Lending Solutions Fund L.P.	Current
	Audax Group	Current
	Audax Mezzanine Fund III LP	Closed
	Audax Private Equity Fund II LP	Current
	Audax Private Equity Fund III, L.P.	Current
	Audax Private Equity Fund IV, L.P.	Current
	Audax Trust Co-Invest LP	Closed
	Automotive Service RelaDyne LLC	Current
	Pumpelly Oil Acquisition LLC	Current
	REL Acquisition Holdings, LP	Current
	REL Holding Corp.	Current
	RelaDyne Inc.	Current
	RelaDyne LLC	Current
	RelaDyne Mid-South, Inc.	Current
	RelaDyne NE, LLC	Current
Questar Gas Co. SCANA Energy Marketing Inc.	Daniel Carro	Closed
	Dominion Energy Questar Corporation	Closed
	Dominion Energy Services, Inc.	Current
	SCANA Communications Holdings, Inc.	Closed
	SCANA Corporate Security Services, Inc.	Closed
	SCANA Corporation	Closed
	SCANA Energy Marketing, Inc.	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	SCANA Services, Inc.	Closed
Rocky Mountain Power Inc.	Berkshire Hathaway Energy Co. BNSF Railway Precision Castparts Corp.	Current Current Closed
Royal Bank of Canada	BlueBay Asset Management Services Ltd. RBC Select Hedge Fund Portfolio Ltd. RBC Wealth Management	Current Closed Current
Sap America Inc.	SAP Corp. SAP SE	Current Closed
Stallion Oilfield Services	Brian Ramsay Edmund J. Feeley Littlejohn & Co., LLC Littlejohn Associates IV, LLC Littlejohn Associates V, LLC Littlejohn Holdings Manager, LLC Littlejohn Holdings, LLC Littlejohn Opportunities GP LLC Michael Kaplan Michael Klein Pinnacle Midstream II LLC Richard Maybaum Robert Davis Steven G. Raich Tony Miranda	Current Former Current Current Current Current Current Current Current Current Current Current Current Current Current
Stallion Oilfield Services	Centerbridge Partners Europe LLP Centerbridge Partners, L.P.	Closed Current
Starr Surplus Line Insurance Co.	Starr International Company, Inc. Starr Principal Holdings, LLC	Closed Current
SunTrust Banks Inc.	BB&T Corp. BB&T Insurance Holdings, Inc. SunTrust Bank SunTrust Banks, Inc. Truist Bank Truist Financial Corp.	Current Current Closed Current Current Current
Texas, State of, Attorney General, Child Support	Greg Abbott, as Governor of Texas	Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
Texas, State of, Commission on Environmental Quality Texas, State of, Comptroller of Public Accounts Texas, State of, General Land Office Texas, State of, Railroad Commission	State of Texas	Closed
Travelers Casualty & Surety Co. of America	The Travelers Companies, Inc.	Current
TXU Energy TXU Energy Retail Co. LLC	Vistra Energy Corp.	Current
U.S. Bank Equipment Finance Inc.	U.S. Bank National Association US Bancorp US Bank NA	Closed Closed Closed
United Health Care Insurance Co.	HealthScope Benefits, Inc. Rally Health, Inc. Triple Aim Partners USHealth Group, Inc.	Closed Closed Closed Current
United States, Government of the, Department of Agriculture - Animal & Plant Health Inspection Service United States, Government of the, Department of Agriculture, Animal and Plant Health Inspection Service United States, Government of the, Department of Interior - National Park Service United States, Government of the, Department of Interior - Bureau of Land Management United States, Government of the, Department of Natural Resources & Conservation United States, Government of the, Department of the Interior, Bureau of Indian Affairs	Konstantina Diamantopoulos Orly S. Godfrey Robert J. Quigley United States Department of Homeland Security	Current Current Current Closed

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
United States, Government of the, Department of the Interior, Bureau of Land Management United States, Government of the, Department of the Interior, National Parks Service United States, Government of the, Department of the Treasury, Internal Revenue Service United States, Government of the, Department of Transportation United States, Government of the, Department of Treasury United States, Government of the, Environmental Protection Agency United States, Government of the, Office of Natural Resources Revenue United States, Government of the, Securities Exchange Commission		
Venture Oil & Gas Inc.	Apex Resources Inc.	Closed
Verizon Wireless	Verizon Communications Inc.	Current
	Verizon New York, Inc.	Closed
Waste Management Inc.	USA Waste of California, Inc.	Closed
WCA Waste Corp.	Logos China Investments Limited	Current
	Macquarie Agricultural Funds Management Limited	Current
	Macquarie Atlas Roads International Limited	Closed
	Macquarie Atlas Roads Limited	Closed
	Macquarie Capital Group Ltd., U.K. Branch	Current
	Macquarie Capital Investment Management LLC	Current
	Macquarie Capital Ltd.	Current
	Macquarie Capital USA Inc.	Current

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	Macquarie Corporate Holdings Pty Ltd	Current
	Macquarie Crop Partners Feeder, L.P.	Current
	Macquarie Crop Partners, L.P.	Current
	Macquarie Group Investments (UK) No. 2 Limited	Closed
	Macquarie Holdings (U.S.A.) Inc.	Closed
	Macquarie Infrastructure & Real Assets (Europe) Limited	Current
	Macquarie Infrastructure and Real Assets Inc.	Closed
	Macquarie Infrastructure and Real Assets Mexico, SA de C.V.	Closed
	Macquarie Infrastructure and Real Assets, Inc.	Current
	Macquarie Infrastructure Management (Asia) Pty Limited, Singapore Branch	Current
	Macquarie Infrastructure Partners III, L.P.	Current
	Macquarie Infrastructure Partners Inc.	Current
	Macquarie Infrastructure Partners IV, L.P.	Current
	Macquarie Investments US Inc.	Current
	Macquarie PF Inc.	Current
	Macquarie Private Debt Asset Management LLC	Current
	Macquarie Real Estate Investments Holdings (North America), Inc.	Current
	MIP IV ECI (AIV), L.P.	Current
	MIP IV Fawkes, L.P.	Closed
	MIP IV Holdings, L.P.	Current
MIRA Americas Inc.	Current	
RHP Partners, L.P.	Current	
West Unified Communications Services Inc.	AEPF III 34 S.à r.l.	Current
	Apollo Capital Management, L.P.	Current
	Apollo Global Management, Inc.	Current
	Apollo Management International LLP	Current
	Intrado Corporation	Current
	Marc Rowan	Current
	Martin Kelly	Former

Name of Entity Searched	Name of Entity and/or Affiliate of Entity, that is a K&E Client	Status
	MidCap Financial Services, LLC	Closed
Whitebox Multi Strategy Fund LP Whitebox Relative Value Fund LP	Whitebox Advisors LLC	Current
Wilmington Trust NA	Wilmington Trust-London Limited	Current
Windstream Holdings Inc.	Windstream Communications, LLC	Current
	Windstream Eagle Holdings LLC	Current
	Windstream Finance Corp.	Current
	Windstream Holdings, Inc. and its filing affiliates	Current
	Windstream Lakedale, Inc.	Current
	Windstream Services LLC	Current
Wright Express	WEX, Inc.	Closed
XL Insurance Co.	AB Commercial RE Debt Series 1-A	Current
	AB Commercial RE Debt Series 1-B	Current
	AB Commercial RE Debt Series 1-C	Current
	AB Institutional Series B	Current
	AB Institutional Series C	Current
	AXA REIM SGP	Current

EXHIBIT B

Matthews Declaration

(the “Application”).² Except as otherwise noted, I have personal knowledge of the matters set forth herein.

The Debtors’ Selection of Counsel

3. The Debtors recognize that a comprehensive review process is necessary when selecting and managing chapter 11 counsel to ensure that bankruptcy professionals are subject to the same client-driven market forces, scrutiny, and accountability as professionals in non-bankruptcy engagements.

4. To that end, the review process utilized by the Debtors here assessed potential counsel based on their expertise in the relevant legal issues and in similar proceedings. Kirkland advised the Debtors on previous corporate and recapitalization transaction efforts and is familiar with the Debtors’ business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases.

5. Ultimately, the Debtors retained Kirkland because of its extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code. More specifically, Kirkland is familiar with the Debtors’ business operations and many of the potential legal issues that may arise in the context of these chapter 11 cases. I believe that Kirkland is both well qualified and uniquely able to represent the Debtors in these chapter 11 cases in an efficient and timely manner.

Rate Structure

6. In my capacity as Executive Vice President, Chief Administrative Officer, General Counsel and Secretary, I am responsible for supervising outside counsel retained by the Debtors in the ordinary course of business. Kirkland has informed the Debtors that its rates for bankruptcy

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

representations are comparable to the rates Kirkland charges for non-bankruptcy representations. As discussed below, I am also responsible for reviewing the statements regularly submitted by Kirkland, and can confirm that the rates Kirkland charged the Debtors in the prepetition period are the same as the rates Kirkland will charge the Debtors in the postpetition period.

Cost Supervision

7. Pursuant to the DIP Order,³ professionals proposed to be retained by the Debtors are required to provide bi-weekly estimates of fees and expenses incurred in these chapter 11 cases. As a retained professional, Kirkland will be subject to these reporting requirements. Moreover, the Debtors and Kirkland recognize that in the course of a large chapter 11 case like these chapter 11 cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Debtors and Kirkland. The Debtors further recognize that it is their responsibility to monitor closely the billing practices of their counsel to ensure the fees and expenses paid by the estate remain consistent with the Debtors' expectations and the exigencies of the chapter 11 cases. The Debtors will continue to review the statements that Kirkland regularly submits.

8. As they did prepetition, the Debtors will continue to bring discipline, predictability, client involvement, and accountability to the counsel fees and expenses reimbursement process. While every chapter 11 case is unique, the reporting under the DIP Order will provide guidance on the periods of time involved, the level of the attorneys and professionals that will work on

³ "DIP Order" means the *Interim Order (I) Authorizing the Debtors to (A) Obtain Postpetition Financing Secured by Senior Priming Liens and (B) Use Cash Collateral, (II) Granting Liens and Providing Superpriority Administrative Expense Status, (III) Granting Adequate Protection, (IV) Modifying the Automatic Stay, (V) Scheduling a Final Hearing, and (VI) Granting Related Relief* [Docket No. 71].

various matters, and projections of average hourly rates for the attorneys and professionals for various matters.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: August 28, 2020

Respectfully submitted,

/s/ James S. Matthews

Name: James S. Matthews

Title: Executive Vice President, Chief
Administrative Officer, General Counsel and
Secretary